

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of New York

Case number (if known): 19- Chapter 15

☐ Check if this is an amended filing

Official Form 401

Chapter 15 Petition for Recognition of a Foreign Proceeding

12/15

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write debtor's name and case number (if known).

1. Debtor's name BSG Resources Limited (in administration)

2. Debtor's unique identifier

For non-individual debtors:

☐ Federal Employer Identification Number (EIN) ____ - ____ - ____

☐ Other ____ Describe identifier ____

For individual debtors:

☐ Social Security number: xxx - xx- ____ - ____

☐ Individual Taxpayer Identification number (ITIN): 9 xx - xx - ____ - ____

☐ Other ____ Describe identifier ____

3. Name of foreign representative(s)

William Callewaert and Malcom Cohen, as Joint Administrators

4. Foreign proceeding in which appointment of the foreign representative(s) occurred

In the Matter of BSG Resources Limited and In the Matter of Part XXI of the Companies (Guernsey) Law, 2008 (The Royal Court of Guernsey (Ordinary Division))

5. Nature of the foreign proceeding

Check one:

- ☒ Foreign main proceeding
☐ Foreign nonmain proceeding
☐ Foreign main proceeding, or in the alternative foreign nonmain proceeding

6. Evidence of the foreign proceeding

- ☒ A certified copy, translated into English, of the decision commencing the foreign proceeding and appointing the foreign representative is attached.
☐ A certificate, translated into English, from the foreign court, affirming the existence of the foreign proceeding and of the appointment of the foreign representative, is attached.
☐ Other evidence of the existence of the foreign proceeding and of the appointment of the foreign representative is described below, and relevant documentation, translated into English, is attached.

7. Is this the only foreign proceeding with respect to the debtor known to the foreign representative(s)?

- ☐ No. (Attach a statement identifying each country in which a foreign proceeding by, regarding, or against the debtor is pending.)
☒ Yes

Debtor BSG Resources Limited (in administration) Case number (if known) 19-
Name

8. Others entitled to notice

Attach a list containing the names and addresses of:

- (i) all persons or bodies authorized to administer foreign proceedings of the debtor,
- (ii) all parties to litigation pending in the United States in which the debtor is a party at the time of filing of this petition, and
- (iii) all entities against whom provisional relief is being sought under § 1519 of the Bankruptcy Code.

9. Addresses

Country where the debtor has the center of its main interests:

Guernsey

Debtor's registered office:

West Wing, Frances House

Number Street

St. William Place

P.O. Box

St. Peter Port GY1 1GX

City State/Province/Region ZIP/Postal Code

Guernsey

Country

Individual debtor's habitual residence:

Address of foreign representative(s):

Rue du Pré

Number Street

Number Street

P.O. Box

P.O. Box

St. Peter Port GY1 3QG

City State/Province/Region ZIP/Postal Code

City State/Province/Region ZIP/Postal Code

Guernsey

Country

Country

10. Debtor's website (URL)

http://www.bsgresources.com/

11. Type of debtor

Check one:



Non-individual (check one):



Corporation. Attach a corporate ownership statement containing the information described in Fed. R. Bankr. P. 7007.1.



Partnership



Other. Specify: _____



Individual

Debtor

BSG Resources Limited (in administration)
Name

Case number (if known) 19-

12. Why is venue proper in this district?

Check one:

- ☒ Debtor's principal place of business or principal assets in the United States are in this district.
- ☐ Debtor does not have a place of business or assets in the United States, but the following action or proceeding in a federal or state court is pending against the debtor in this district:
- ☐ If neither box is checked, venue is consistent with the interests of justice and the convenience of the parties, having regard to the relief sought by the foreign representative, because:

13. Signature of foreign representative(s)

I request relief in accordance with chapter 15 of title 11, United States Code.

I am the foreign representative of a debtor in a foreign proceeding, the debtor is eligible for the relief sought in this petition, and I am authorized to file this petition.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct,

x W. C. Callewaert
Signature of foreign representative

William Callewaert

Printed name

Executed on 6/3/2019
MM / DD / YYYY

ACTING AS AGENT ONLY AND STRICTLY
WITHOUT PERSONAL LIABILITY

x Malcolm Cohen
Signature of foreign representative

Malcolm Cohen

Printed name

Executed on 6/3/2019
MM / DD / YYYY

Acting as agent only and
strictly without personal
liability

14. Signature of attorney

x Frederick D. Hyman
Signature of Attorney for foreign representative

Date 6/3/2019

MM / DD / YYYY

Frederick D. Hyman
Printed name

Duane Morris LLP
Firm name

1540 Broadway
Number Street

New York
City

NY
State

10036
ZIP Code

(212) 692-1000
Contact phone

RHyman@duanemorris.com
Email address

2553832
Bar number

NY
State

IN CAMERA

IN THE ROYAL COURT OF GUERNSEY
(ORDINARY DIVISION)

IN THE MATTER OF BSG RESOURCES LIMITED
AND

IN THE MATTER OF PART XXI OF THE COMPANIES (GUERNSEY) LAW, 2008

CERTIFIED TRUE COPY

Sam Dingle
21/3/18

OGIER (GUERNSEY) LLP
REDWOOD HOUSE
ST JULIAN'S AVENUE
ST PETER PORT
GUERNSEY, GY1 1WA

COURT ORDER

UPON the Application dated 27th February 2018 (the "**Application**") of BSG RESOURCES LIMITED (the "**Company**"), whose registered office is at West Wing, Frances House, St William Place, St Peter Port, Guernsey GY1 1GX and whose address for service is at Ogier, Redwood House, St Julian's Avenue, St Peter Port;

AND WHEREAS the Application was heard *in camera* by J.R. Finch OBE, Judge of the Royal Court, on 6 March 2018 and an administration order was made in relation to the Company and William Callewaert and Malcolm Cohen were appointed as joint administrators of the Company (the "**Joint Administrators**") as set out in the Court Order dated 6 March 2018, a copy of which is attached hereto;

AND WHEREAS William Callewaert was present in Court on 6 March 2018 and the Court administered the oath of Joint Administrator with the power to act alone in respect of him, but Malcolm Cohen was not present in Court on that day and did not have the oath of joint administrator administered to him;

THE COURT ADMINISTERED this day the oath of Joint Administrator with the power to act alone to the said MALCOLM COHEN.

Dated this 21st day of March 2018



J.R. Finch
.....
J. R. Finch OBE
Judge of the Royal Court

IN CAMERA

IN THE ROYAL COURT OF GUERNSEY

(ORDINARY DIVISION)

IN THE MATTER OF BSG RESOURCES LIMITED

AND

IN THE MATTER OF PART XXI OF THE COMPANIES (GUERNSEY) LAW, 2008

COURT ORDER

UPON the Application dated 27th February 2018 (the "**Application**") of BSG RESOURCES LIMITED (the "**Company**"), whose registered office is at West Wing, Frances House, St William Place, St Peter Port, Guernsey GY1 1GX and whose address for service is at Ogier, Redwood House, St Julian's Avenue, St Peter Port;

AND UPON reading the First Affidavit of Peter Harold Driver sworn on 27 February 2018;

AND UPON confirmation that administration proceedings under part XXI of The Companies (Guernsey) Law, 2008 (the "**Companies Law**") are "proceedings" within the meaning of Article 2(a), and any administrators appointed in those proceedings (being administrators of the Company) shall be deemed foreign representatives within the meaning of Article 2(d), of the UNCITRAL Model Law on Cross Border Insolvency;

AND UPON hearing Advocate M. C. Newman for the Applicant;

IT IS ORDERED THAT:

- 1 The hearing of this matter be *in camera* and the Court file be sealed;
- 2 Notwithstanding that the matter is heard *in camera* and the Court file is sealed, the fact of any orders made and copies of any Act of Court in this matter can be disclosed to third parties by the Joint Administrators (as such term is defined in paragraph 5 of this Order) as they see fit;



JMS

- 3 The hearing of this Application shall take place before a judge sitting alone pursuant to section 13(1) of The Royal Court (Reform) (Guernsey) Law, 2008;
- 4 An administration order be made in relation to the Company pursuant to section 374(1) of the Companies Law for the purpose of the survival of the Company, and the whole or any part of its undertaking, as a going concern;
- 5 Pursuant to sections 374(2) and 383(3) of the Companies Law, William Callewaert of BDO Limited, Rue du Pré, St Peter Port, Guernsey GY1 3QG and Malcolm Cohen of BDO LLP of 55 Baker Street, London W1U 7EU be appointed and sworn in as joint administrators (the "**Joint Administrators**") of the Company to manage the affairs, business and property of the Company;
- 6 The Joint Administrators have the power for each to act alone or jointly together and with all of the powers set out at schedule 1 to the Companies Law;
- 7 The Joint Administrators' remuneration and all fees and expenses properly incurred by the Joint Administrators be payable in priority to all other claims from the assets of the Company pursuant to section 383(1) of the Companies Law;
- 8 Pursuant to section 383(2) of the Companies Law, the Joint Administrators' remuneration in relation to the administration of the Company be fixed in accordance with the schedule of hourly rates and the description of tasks and estimates of fees specified in the Driver Affidavit;
- 9 The costs of and incidental to this Application be paid from the Company's assets as a cost of the administration of the Company pursuant to section 383(1) of the Companies Law; and
- 10 The Joint Administrators shall report to the creditors of the Company giving detailed information to the creditors regarding the progress of the administration at least once every six months from the date hereof.

AND THE COURT ADMINISTERED the oath of Joint Administrator with the power to act alone to the said WILLIAM CALLEWAERT, the said MALCOLM COHEN not being present to be sworn into office at a later date.

J R Finch

.....
J. R. Finch OBE
Judge of the Royal Court



for MAREK, 2018.
JCF